

*A detailed description of the transactions described in this Letter of Transmittal is contained in the Notice and Management Information Circular for the Annual and Special Meeting of Shareholders of POCML 4 Inc. (the "Circular") dated July 23, 2018, mailed to Shareholders in connection with the annual and special meeting of Shareholders to be held on August 23, 2018 (the "Meeting"). You are strongly encouraged to read the Circular before completing this Letter of Transmittal. You may obtain an additional copy of the Circular under the profile of POCML 4 Inc. at [www.sedar.com](http://www.sedar.com). Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Circular.*

*The instructions accompanying this Letter of Transmittal should be read carefully before completing this Letter of Transmittal. TSX Trust Company (the "Depositary") (see below for address and telephone number) or your broker or other financial advisor will be able to assist you in completing this Letter of Transmittal.*

**LETTER OF TRANSMITTAL**  
**WITH RESPECT TO THE COMMON SHARES OF**  
**POCML 4 INC.**

This Letter of Transmittal is for use by registered holders ("Shareholders") of common shares of POCML 4 Inc. in connection with the proposed consolidation of the issued and outstanding common shares of POCML 4 Inc. on the basis of one "new" common share (each whole such "new" common share, a "Post-Consolidation Share") for every two "old" common shares (each, a "Pre-Consolidation Share") outstanding (the "Consolidation") and the proposed name change of POCML 4 Inc. to "MediPharm Labs Corp." or such other name as may be acceptable to the board of directors of POCML 4 Inc. and the applicable regulatory authorities (the "Name Change"), all as further described in the Circular to be considered for approval at the Meeting.

**The Consolidation and Name Change are both expected to be effected on or about August 27, 2018. At the effective time of the Consolidation, Shareholders will be entitled to receive, in exchange for every two (2) Pre-Consolidation Shares, one Post-Consolidation Share reflecting the Consolidation, which is expected to take effect concurrently with the Name Change (such Post-Consolidation Shares giving effect to the Name Change being hereinafter referred to as "New Shares").**

**In order for the Shareholders to receive New Shares for their Pre-Consolidation Shares, Shareholders are required to deposit the certificates representing the Pre-Consolidation Shares held by them with the Depositary. This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany all certificates for Pre-Consolidation Shares deposited for New Shares pursuant to the Consolidation and Name Change.**

No certificates representing fractional New Shares shall be issued upon the surrender for exchange of certificates representing Pre-Consolidation Shares. All fractions of New Shares will be rounded to the next lowest whole number.

**Please read the Circular and the instructions set out below carefully before completing this Letter of Transmittal. Delivery of this Letter of Transmittal to an address other than as set forth herein will not constitute a valid delivery. If Pre-Consolidation Shares are registered in different names, a separate Letter of Transmittal must be submitted for each different registered owner. See Instruction 2(f).**

The undersigned hereby delivers to the Depositary the following share certificates representing Pre-Consolidation Shares which the undersigned has full power and authority to deposit, sell, assign, and transfer:

Certificate Number(s)	Number of Pre-Consolidation Shares Represented by Certificate	Name in which Registered (Please fill in exactly as name(s) appear(s) on certificate(s))

NOTE: If the space provided is insufficient, details may be listed on a separate schedule to this Letter of Transmittal.

The undersigned hereby represents and warrants that:

- (a) the undersigned has full power and authority to deposit, sell, assign and transfer the Pre-Consolidation Shares being deposited and has not sold, assigned or transferred or agreed to sell, assign or transfer any of such deposited Pre-Consolidation Shares, or any interest therein, to any other person;
- (b) the undersigned, or the person on whose behalf the Pre-Consolidation Shares are being deposited, has good title to and is the beneficial owner of the Pre-Consolidation Shares being deposited, free and clear of all liens, restrictions, charges, encumbrances, claims and rights of others;
- (c) the undersigned has the full power and authority to execute and deliver this Letter of Transmittal and all information inserted into this Letter of Transmittal by the undersigned is complete and accurate;
- (d) the delivery of Pre-Consolidation Shares by the undersigned under this Letter of Transmittal does not violate any laws applicable to the undersigned; and
- (e) unless the undersigned shall have revoked this Letter of Transmittal by notice in writing given to the Depository prior to the effective time of the Consolidation and Name Change, the undersigned will not, prior to such time, transfer or permit to be transferred any of its Pre-Consolidation Shares.

The above-listed share certificates are hereby surrendered in exchange for certificates representing New Shares on the basis of one New Share for every two existing Pre-Consolidation Shares.

The undersigned hereby covenants to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the deposit of the Pre-Consolidation Shares.

If the Name Change and Consolidation are not completed or proceeded with, the enclosed certificate(s) in respect of the Pre-Consolidation Shares and all other ancillary documents will be returned forthwith to the undersigned at the address set out below or, if no instructions are given, to the address if any, of the undersigned as appears on the share register maintained by TSX Trust Company (the “**Transfer Agent**”).

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal shall survive the death or incapacity of the undersigned and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned.

By reason of the use by the undersigned of an English language Letter of Transmittal, the undersigned and each of you shall be deemed to have required that any contract in connection with the delivery of the New Shares pursuant to the Consolidation and Name Change through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. En raison de l'utilisation d'une lettre d'envoi en langue anglaise par le soussigné, le soussigné et les destinataires sont présumés avoir requis que tout contrat attesté par ceci et son acceptation au moyen de la présente lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.

**A. NAME AND NUMBER OF CERTIFICATES FOR NEW SHARES:**

The undersigned authorizes and directs the Depository to issue a certificate for New Shares to which the undersigned is entitled as indicated below and to mail such certificate to the address indicated below or, if no instructions are given, in the name and to the address if any, of the undersigned as appears on the share register maintained by the Transfer Agent.

Certificate(s) representing New Shares are to be issued as follows:

Name on Certificate	Number of New Shares

<p><b>B. DELIVERY</b>            Mail or make available for delivery certificate(s) representing New Shares as follows:</p> <p>Name: _____            Address: _____            _____            Postal (Zip) Code: _____</p> <p>Make available for pick-up at the office of TSX Trust Company, against a counter receipt, by:</p> <p>Name: _____            Address: _____            _____            Telephone #: _____</p>	<p><b>C. IMPORTANT: This box must be completed fully if the name in which any New Share is to be issued differs from the name of the registered holder appearing on the existing certificate(s).</b></p> <p>Date: _____</p> <p>Signature: _____</p> <p>Name: _____            Address: _____            _____            Postal (Zip) Code: _____            Signature Guaranteed by: _____            _____</p>
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Date: \_\_\_\_\_

\_\_\_\_\_  
 Signature of Shareholder

**NOTE: The instructions on the following pages should be read carefully before completing this Letter of Transmittal. The Depository (see below for address and telephone number) or your broker or other financial advisor will be able to assist you in completing this Letter of Transmittal.**

## INSTRUCTIONS

### 1. Use of Letter of Transmittal

- (a) Shareholders should read the Circular prior to completing this Letter of Transmittal.
- (b) This Letter of Transmittal duly completed and signed (or an originally signed facsimile copy thereof) together with accompanying certificates representing the Pre-Consolidation Shares and all other required documents must be sent or delivered to the Depository at the address specified below.
- (c) The method used to deliver this Letter of Transmittal and any accompanying certificates representing Pre-Consolidation Shares is at the option and risk of the holder surrendering them, and delivery will be deemed effective only when such documents are actually received by the Depository. It is recommended that the necessary documentation be hand delivered to the Depository at the address specified below, and a receipt obtained therefore; otherwise the use of registered mail with return receipt requested, and with proper insurance obtained, is recommended. Shareholders whose Pre-Consolidation Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in delivering those Pre-Consolidation Shares. Delivery to an office other than to the specified office does not constitute delivery for this purpose.
- (d) Each registered holder of Pre-Consolidation Shares must fill in the delivery instructions in Part B and sign and date this Letter of Transmittal. If Part B is not completed, the certificate(s) representing New Shares will be mailed to the shareholder's address recorded on the books of the Transfer Agent.
- (e) POCML 4 Inc. reserves the right if it so elects in its absolute discretion to instruct the Depository to waive any defect or irregularity contained in any Letter of Transmittal received by it.

### 2. Signatures

- (a) Share certificate(s) registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed need not be endorsed or accompanied by any share transfer power of attorney.
- (b) If no change in the name of the registered holder appearing on the existing Pre-Consolidation Share certificate(s) is desired but more than one new certificate is to be issued in that name, a holder should also fill out Part A of this Letter of Transmittal. Any holder who does not fill out Part A will receive one New Share certificate for every Pre-Consolidation Share certificate delivered herewith. No charge will be made for one new replacement certificate but where more than one certificate is requested a charge of \$6.00 (plus H.S.T.) will be levied for each additional certificate.
- (c) Share certificate(s) not registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed must be endorsed by the registered holder thereof or deposited together with share transfer power of attorney properly completed by the registered holder. Such signature must be guaranteed by an "Eligible Institution" or in some other manner satisfactory to the Depository.

An "Eligible Institution" means a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these

programs are usually members of a recognized stock exchange in Canada and the United States, members of the Investment Industry Regulatory Organization of Canada, members of the National Association of Securities Dealers or banks and trust companies in the United States.

- (d) A registered holder of Pre-Consolidation Shares who wishes to have the certificate(s) representing New Shares registered in the name of a person other than the registered holder must fill in Part C as well as Parts A and B of the Letter of Transmittal and must endorse the existing Pre-Consolidation Share certificate(s) delivered with the Letter of Transmittal. The signature of the registered holder must correspond in every respect with the name appearing on the face of the certificate(s). Such signature must be guaranteed by an Eligible Institution.
- (e) Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by evidence of the representative's authority to act satisfactory to the Depository.
- (f) If any of the surrendered Pre-Consolidation Shares are registered in different names or different forms on several certificates (e.g. "John Doe" and "J. Doe"), it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of Pre-Consolidation Shares.

### **3. Lost Share Certificates**

If a share certificate has been lost, stolen or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to the Depository together with a letter stating the loss, theft or destruction. The Depository will respond with the replacement requirements, which must be properly completed and returned prior to affecting the exchange.

### **4. Miscellaneous**

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Pre-Consolidation Shares, additional certificate numbers and numbers of shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) No alternative, conditional or contingent deposits of Pre-Consolidation Shares will be accepted.
- (c) This Letter of Transmittal will be construed in accordance with and governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.
- (d) Additional copies of the Letter of Transmittal may be obtained from the Depository at the office listed on the following page.

The Depositary is:

**TSX TRUST COMPANY**

**By Registered Mail, Hand or Courier**

100 Adelaide Street West, Suite 301

Toronto, Ontario

M5H 4H1

Attention: Corporate Actions

Telephone: (416) 361-0930 x 205

1-866-600-5869

Facsimile: (416) 361-0470

Email: [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com)

Any questions and requests for assistance may be directed by Shareholders to the Depositary at the telephone number, email address or location set out above.



